

CONRAIL®

17943 -A

SEP 24 1992 10 55 / AM

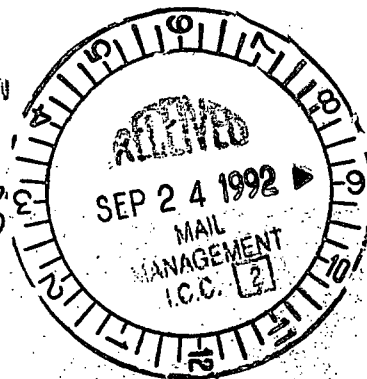
INTERSTATE COMMERCE COMMISSION

2-268A009

17943 -B

SEP 24 1992 10 55 / AM

INTERSTATE COMMERCE COMMISSION



SEP 24 1992 10 55 / AM

INTERSTATE COMMERCE COMMISSION

September 24, 1992

Mr. Sidney L. Strickland, Jr.
Secretary
Interstate Commerce Commission
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

DOCUMENTS FOR
RECORDATION

SEP 24 10 51 / AM
MOTOR CARRIER

Dear Secretary Strickland,

Enclosed for recordation with the Interstate Commerce Commission pursuant to Section 11303 of Title 49 of the U.S. Code, and regulations promulgated thereunder, are five original counterparts of a Memorandum of Lease Agreement, a primary document, dated August 1, 1992, an Equipment Trust Agreement, a secondary document, dated August 1, 1992, and Lease and Equipment Trust Agreement Supplement Number 1, a secondary document, dated September 24, 1992.

The names and addresses of the parties to the documents are as follows:

Lessor:	Meridian Trust Company 35 North Sixth Street Reading, PA 19603
Lessee:	Consolidated Rail Corporation Six Penn Center Plaza Philadelphia, PA 19103

The equipment affected by the documents consists of 3,310 rebuilt railcars specifically described in the Lease Agreement.

A short summary of the documents to appear in the index follows:

A Memorandum of Lease Agreement, dated August 1, 1992, an Equipment Trust Agreement, dated August 1, 1992, and Lease and Equipment Trust Agreement Supplement Number 1, dated September 29, 1992, between Meridian Trust Company and Consolidated Rail Corporation

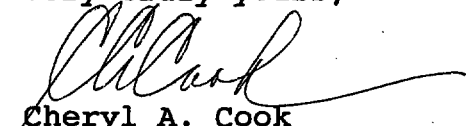
Counterparts - David M. Loeber

Page 2

covering 3,310 rebuilt railcars specifically described in the Lease Agreement.

A fee of \$48 is enclosed. Please stamp and return the copies not needed by the Commission for recordation to our messenger.

Very truly yours,



Cheryl A. Cook
Associate General Counsel
1138 Six Penn Center
Philadelphia, PA 19103
(215) 977-5042

Interstate Commerce Commission

Washington, D.C. 20423

9/24/92

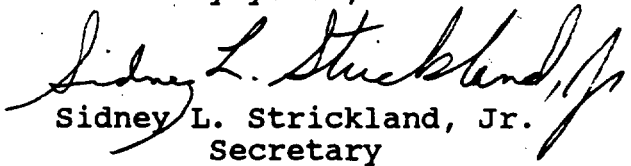
OFFICE OF THE SECRETARY

Cheryl A. Cook
ConRail
Consolidated Rail Corporation
Six Penn Central Plaza
Philadelphia, PA. 19103-2959

Dear Sirs:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 9/24/92 at 10:55AM , and assigned recordation number(s). 17943, 17943-A and 17943-B.

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17943

SEP 24 1992

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE AGREEMENT

dated as of August 1, 1992

between

CONSOLIDATED RAIL CORPORATION,

as Lessee

and

MERIDIAN TRUST COMPANY,
not in its individual capacity,
except as otherwise expressly provided
herein, but solely as Owner Trustee,

as Lessor

FILED WITH THE INTERSTATE COMMERCE COMMISSION
PURSUANT TO 49 U.S.C. § 11303
ON SEPTEMBER 24, 1992 AT _____.M.

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 1, 1992 by and between Meridian Trust Company, a Pennsylvania trust company ("MTC"), not in its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under a Trust Agreement, dated as of August 1, 1992, among AT&T Capital Holdings International, Inc., a Delaware Corporation, MTC ("Lessor"), and Consolidated Rail Corporation, a Pennsylvania corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase from and lease to Lessee, and Lessee has agreed to sell to and lease from Lessor, up to 3,310 railroad cars described in the Lease Agreement and in the Lease and Equipment Trust Supplements to be executed and delivered by Lessor and Lessee from time to time, all pursuant to that certain Lease Agreement of Railroad Equipment, dated as of August 1, 1992 (the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the date of the Closing Date (as defined in the Lease) and shall be subject to the Term of the Lease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MERIDIAN TRUST COMPANY, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By: Richard S. Mager
Title: Account Officer

CONSOLIDATED RAIL CORPORATION

By: _____
Director - Project Financing

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF Berks) ss:

On this 21st day of September, 1992 before me personally appeared Michael G. Ruppel, to me personally known, who, being by me duly sworn, says that [she/he] is a Account Officer of MERIDIAN TRUST COMPANY, that said instrument was signed on September , 1992 on behalf of said corporation by authority of its Board of Directors, and [she/he] acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Colleen M. Callagione
Notary Public

[Notarial Seal]

Notarial Seal
Colleen M. Callagione, Notary Public
Reading, Berks County
My Commission Expires Feb. 25, 1995
Member, Pennsylvania Association of Notaries

COMMONWEALTH OF PENNSYLVANIA)

COUNTY OF _____) ss:

On this _____ day of September, 1992 before me personally appeared Thomas J. McFadden, to me personally known, who, being by me duly sworn, says that he is the Director - Project Financing of CONSOLIDATED RAIL CORPORATION, that said instrument was signed on September , 1992 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires _____

MEMORANDUM OF LEASE AGREEMENT

THIS MEMORANDUM OF LEASE AGREEMENT is made and entered into as of August 1, 1992 by and between Meridian Trust Company, a Pennsylvania trust company ("MTC"), not in its individual capacity except as otherwise expressly provided, but solely as Owner Trustee under a Trust Agreement, dated as of August 1, 1992, among AT&T Capital Holdings International, Inc., a Delaware Corporation, MTC ("Lessor"), and Consolidated Rail Corporation, a Pennsylvania corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to purchase from and lease to Lessee, and Lessee has agreed to sell to and lease from Lessor, up to 3,310 railroad cars described in the Lease Agreement and in the Lease and Equipment Trust Supplements to be executed and delivered by Lessor and Lessee from time to time, all pursuant to that certain Lease Agreement of Railroad Equipment, dated as of August 1, 1992 (the "Lease"), between Lessor and Lessee.
2. The Lease shall be effective as of the date of the Closing Date (as defined in the Lease) and shall be subject to the Term of the Lease, as defined therein.

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Lease Agreement to be executed as of the date first above written.

MERIDIAN TRUST COMPANY, not in its individual capacity except as expressly provided herein but solely as Owner Trustee

By: _____
Title:

CONSOLIDATED RAIL CORPORATION

By: Thomas J. McHadden
Director - Project Financing

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF) ss:

On this day of September, 1992 before me personally appeared, , to me personally known, who being by me duly sworn, says that (s)he is the of MERIDIAN TRUST COMPANY, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on September , 1992 on behalf of said corporation by authority of its Board of Directors, and (s)he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires _____

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF PHILADELPHIA) SS:

On this 21 day of September, 1992 before me personally appeared Thomas J. McFadden, to me personally known, who being by me duly sworn, says that he is the Director - Project Financing of CONSOLIDATED RAIL CORPORATION, that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on September 7, 1992 on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires

